

ILLINOIS TOOL WORKS INC  
Form 4  
August 23, 2007

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SUTHERLAND ALLAN C

2. Issuer Name and Ticker or Trading Symbol  
ILLINOIS TOOL WORKS INC  
[ITW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/22/2007

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Sr VP Taxes & Investments

ILLINOIS TOOL WORKS  
INC., 3600 WEST LAKE AVENUE  
  
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

GLENVIEW, IL 60026

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 08/22/2007                           |  | M                              |   | 8,200   | A  | \$ 32.75 56,600 D                                     |
| Common Stock                    | 08/22/2007                           |  | S                              |   | 8,200   | D  | \$ 55.6 48,400 D                                      |
| Common Stock                    | 08/22/2007                           |  | M                              |   | 3,408   | A  | \$ 32.75 51,888 D                                     |
| Common Stock                    | 08/22/2007                           |  | S                              |   | 3,408   | D  | \$ 55.59 48,400 D                                     |
| Common Stock                    | 08/22/2007                           |  | M                              |   | 1,100   | A  | \$ 32.75 49,500 D                                     |

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|              |            |   |       |   |           |        |   |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | 08/22/2007 | S | 1,100 | D | \$ 55.56  | 48,400 | D |
| Common Stock | 08/22/2007 | M | 500   | A | \$ 32.75  | 48,900 | D |
| Common Stock | 08/22/2007 | S | 500   | D | \$ 55.55  | 48,400 | D |
| Common Stock | 08/22/2007 | M | 100   | A | \$ 32.75  | 48,500 | D |
| Common Stock | 08/22/2007 | S | 100   | D | \$ 55.465 | 48,400 | D |
| Common Stock | 08/22/2007 | M | 800   | A | \$ 32.75  | 49,200 | D |
| Common Stock | 08/22/2007 | S | 800   | D | \$ 55.585 | 48,400 | D |
| Common Stock | 08/22/2007 | M | 1,500 | A | \$ 32.75  | 49,900 | D |
| Common Stock | 08/22/2007 | S | 1,500 | D | \$ 55.65  | 48,400 | D |
| Common Stock | 08/22/2007 | M | 6,542 | A | \$ 32.75  | 54,942 | D |
| Common Stock | 08/22/2007 | S | 6,542 | D | \$ 55.7   | 48,400 | D |
| Common Stock | 08/22/2007 | M | 500   | A | \$ 32.75  | 48,900 | D |
| Common Stock | 08/22/2007 | S | 500   | D | \$ 55.71  | 48,400 | D |
| Common Stock | 08/22/2007 | M | 3,000 | A | \$ 32.75  | 51,400 | D |
| Common Stock | 08/22/2007 | S | 3,000 | D | \$ 55.72  | 48,400 | D |
| Common Stock | 08/22/2007 | M | 100   | A | \$ 32.75  | 48,500 | D |
| Common Stock | 08/22/2007 | S | 100   | D | \$ 55.765 | 48,400 | D |
| Common Stock | 08/22/2007 | M | 1,600 | A | \$ 32.75  | 50,000 | D |
| Common Stock | 08/22/2007 | S | 1,600 | D | \$ 55.73  | 48,400 | D |
| Common Stock | 08/22/2007 | M | 1,300 | A | \$ 32.75  | 49,700 | D |
|              | 08/22/2007 | S | 1,300 | D | \$ 55.63  | 48,400 | D |

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|              |            |  |   |       |   |          |          |
|--------------|------------|--|---|-------|---|----------|----------|
| Common Stock |            |  |   |       |   |          |          |
| Common Stock | 08/22/2007 |  | M | 2,100 | A | \$ 32.75 | 50,500 D |
| Common Stock | 08/22/2007 |  | S | 2,100 | D | \$ 55.58 | 48,400 D |
| Common Stock | 08/22/2007 |  | M | 600   | A | \$ 32.75 | 49,000 D |
| Common Stock | 08/22/2007 |  | S | 600   | D | \$ 55.69 | 48,400 D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)  | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option                      | \$ 32.75   | 08/22/2007                           |  | M                              | 8,200  | 12/17/2000   | 12/17/2009  | Common Stock | 40,100                     |
| Employee Stock Option                      | \$ 32.75   | 08/22/2007                           |  | M                              | 3,408  | 12/17/2000   | 12/17/2009  | Common Stock | 31,900                     |
| Employee Stock Option                      | \$ 32.75   | 08/22/2007                           |  | M                              | 1,100  | 12/17/2000   | 12/17/2009  | Common Stock | 28,492                     |
| Employee Stock Option                      | \$ 32.75   | 08/22/2007                           |  | M                              | 500  | 02/17/2000   | 12/17/2009  | Common Stock | 27,392                     |
| Employee Stock                             | \$ 32.75   | 08/22/2007                           |  | M                              | 100  | 12/17/2000   | 12/17/2009  | Common Stock | 26,892                     |

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|                       |          |            |   |       |            |            |              |        |  |
|-----------------------|----------|------------|---|-------|------------|------------|--------------|--------|--|
| Option                |          |            |   |       |            |            |              |        |  |
| Employee Stock Option | \$ 32.75 | 08/22/2007 | M | 800   | 12/17/2000 | 12/17/2009 | Common Stock | 26,792 |  |
| Employee Stock Option | \$ 32.75 | 08/22/2007 | M | 1,500 | 12/17/2000 | 12/17/2009 | Common Stock | 25,992 |  |
| Employee Stock Option | \$ 32.75 | 08/22/2007 | M | 6,542 | 12/17/2000 | 12/17/2009 | Common Stock | 24,492 |  |
| Employee Stock Option | \$ 32.75 | 08/22/2007 | M | 500   | 12/17/2000 | 12/17/2009 | Common Stock | 17,950 |  |
| Employee Stock Option | \$ 32.75 | 08/22/2007 | M | 3,000 | 12/17/2000 | 12/17/2009 | Common Stock | 17,450 |  |
| Employee Stock Option | \$ 32.75 | 08/22/2007 | M | 100   | 12/17/2000 | 12/17/2009 | Common Stock | 14,450 |  |
| Employee Stock Option | \$ 32.75 | 08/22/2007 | M | 1,600 | 12/17/2000 | 12/17/2009 | Common Stock | 14,350 |  |
| Employee Stock Option | \$ 32.75 | 08/22/2007 | M | 1,300 | 12/17/2000 | 12/17/2009 | Common Stock | 12,750 |  |
| Employee Stock Option | \$ 32.75 | 08/22/2007 | M | 2,100 | 12/17/2000 | 12/17/2009 | Common Stock | 11,450 |  |
| Employee Stock Option | \$ 32.75 | 08/22/2007 | M | 600   | 12/17/2000 | 12/17/2009 | Common Stock | 9,350  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| SUTHERLAND ALLAN C<br>ILLINOIS TOOL WORKS INC.<br>3600 WEST LAKE AVENUE<br>GLENVIEW, IL 60026 |               |           | Sr VP Taxes & Investments |       |

## Signatures

Allan C. Sutherland by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

08/23/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

### Remarks:

The number of transactions requires the filing of three Form 4s. This Form 4 is 2 of 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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